



2162

PATENT
Attorney's Do. No. 8514-100

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

717

In re Application No. 09/215,058

Examiner: Myhre, James W.

First Named Inventor: NED HOFFMAN

Group: 2162

Filed: 17 Dec 1998

For: TOKENLESS FINANCIAL ACCESS SYSTEM

TRANSMITTAL LETTER

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

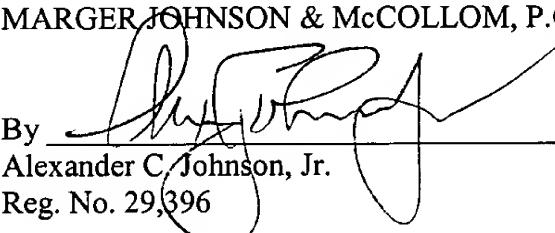
Enclosed for filing in the above-referenced U.S. Letters Patent/Application is:

1. Request to Exclude
2. Power of Attorney with accompanying listing of Indivos patent properties and recorded merger documents

Customer No.
20575

Respectfully submitted,

MARGER JOHNSON & McCOLLOM, P.C.

By 
Alexander C. Johnson, Jr.
Reg. No. 29,396

1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613

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REQUEST TO EXCLUDE

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Pursuant to 37 CFR § 3.71 (a), INDIVOS CORPORATION, assignee of the above-described patent applications/patents, hereby excludes Ned Hoffman and his companies, EXCEL INNOVATIONS, INC. and AVIV, LLC, and Otto Lee, Reg. No. 37,871, and Ali Kamarei, Reg. No. 37,000, and any persons acting on their behalf, from conducting prosecution, inspecting or granting powers to inspect or entering a power of attorney or changing address or taking any other action whatsoever in any of the above-referenced patents and patent applications.

Assignee INDIVOS CORPORATION has recorded an ANNULMENT OF ASSIGNMENT and STATEMENT THAT NED HOFFMAN LACKED AUTHORITY TO EXECUTE DOCUMENTS ON BEHALF OF INDIVOS CORPORATION in Reel/Frame 013986 / 0001 (97 pages) on September 16, 2003, against those properties referred to in the accompanying Power of Attorney.

Filed herewith is a new Power of Attorney designating the undersigned and other members of this firm as attorneys for INDIVOS CORPORATION. No other attorneys or persons are authorized to represent or act for INDIVOS CORPORATION in any of its patents or patent applications.

Respectfully submitted,

20575
Customer No.

MARGER JOHNSON & McCOLLOM, P.C.

By

Alexander C. Johnson, Jr.
Registration No. 29,396

1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613



PATENT APPLICATION

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

**POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST AND
REVOCATION OF PRIOR POWERS**

I, Mark G. Thompson, Treasurer of Indivos Corporation, a Delaware corporation, having a place of business at One Market Street, Spear Tower, Suite 4100, San Francisco, California 94105, a wholly owned subsidiary of Solidus Networks, Inc., having a place of business at One Market Street, Spear Tower, Suite 4100, San Francisco, California 94105, assignee of the entire right, title and interest of the U.S. Patents and Patent Applications described on the attached Exhibit, by virtue of the assignments from the inventors to SmartTouch, LLC, a limited liability company, SmartTouch, Inc., a Delaware corporation, VeriStar Corporation, a Delaware corporation, or Indivos Corporation, a Delaware corporation (Reel and Frame indicated on the attached Exhibit), and by virtue of the certificate of merger of Indivos Corporation with Indivos Acquisition Corp., which was a Delaware corporation and a wholly owned subsidiary of Solidus Networks, Inc., a copy of which is attached hereto, represent that I am empowered to sign on behalf of assignee.

As assignee of record of the entire interest of the above-identified application, all powers of attorney previously given are hereby revoked and the following attorneys and/or patent agents are hereby appointed to prosecute and transact all business in the Patent and Trademark Office connected therewith:

Customer Number 20575

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<u>Attorney Name</u>	<u>Registration No.</u>
Elmer W. Galbi	19,761
Jerome S. Marger	26,480
Alexander C. Johnson, Jr.	29,396
Alan T. McCollom	28,881
James G. Stewart	32,496
Stephen S. Ford	35,139
Julie L. Reed	35,349
Scott A. Schaffer	38,610
Joseph S. Makuch	39,286
James E. Harris	40,013
Kevin S. Ross	42,116
Graciela G. Cowger	42,444
Ariel S. Rogson	43,054
Craig R. Rogers	43,888
Hillary Brooks	45,815
Clifford D. Weston	48,307
Todd J. Iverson	53,057

Direct all telephone calls to Alexander C. Johnson, Jr. at (503) 222-3613 and send all correspondence to:

Marger Johnson & McCollom, P.C.
1030 S.W. Morrison Street
Portland, Oregon 97205

INDIVOS CORPORATION,
a Delaware corporation,

Date: 8-8-03

By: Mark G. Thompson
Mark G. Thompson
Treasurer, Indivos Corporation

I, John Rogers, President of Indivos Corporation, a Delaware corporation, attest that I have witnessed the execution of this document by Mark G. Thompson, Treasurer of Indivos Corporation.

Date: 8-8-03

By: John Rogers
John Rogers
President, Indivos Corporation

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Docket No.	Provisional Application Serial No.	Filing Date	Application Serial No.	Filing Date	Patent No.	Issue Date	Inventor's Assignment	Date Assigned To:	
8514-5	08442,895	5/17/1995	5,613,012	3/18/1997	7567/0562 (4 pages)	5/17/1995	SmartTouch, LLC		
8514-6	08345,323	11/28/1994	5,615,277	3/25/1997	9525/0737 (3 pages)	10/22/1998	SmartTouch, Inc.		
8514-7	08739,313	10/29/1996	5,737,439	4/7/1998	8292/0624 (5 pages)	1/9/1997	SmartTouch, LLC		
8514-8	08722,629	9/27/1996	5,764,789	6/9/1998	8261/0255 (4 pages)	9/27/1996	SmartTouch, LLC		
8514-9	08/818,872	3/17/1997	5,802,199	9/1/1998	8541/0709 (7 pages)	5/30/1997	SmartTouch, LLC		
8514-10	08/820,008	3/18/1997	5,805,719	9/8/1998	8645/0502 (5 pages)	3/18/1997	SmartTouch, LLC		
8514-11	08/687,251	7/25/1996	5,838,812	11/17/1998	8123/0336 (4 pages)	7/25/1996	SmartTouch, LLC		
8514-12	08/705,399	8/29/1996	5,870,723	2/9/1999	8315/0449 (6 pages)	1/16/1997	SmartTouch, LLC		
8514-13	08/902,151	7/29/1997	5,982,914	11/9/1999	8822/0659 (4 pages)	7/29/1997	SmartTouch, Inc.		
8514-14	09/244,784	2/5/1999	6,012,039	1/4/2000	011170/0434 (10 pages)	9/28/2000	SmartTouch, Inc.		
8514-16	09/098,318	6/16/1998	6,131,464	10/17/2000	9258/0474 (4 pages)	6/16/1998	SmartTouch, Inc.		
8514-17	09/183,215	10/30/1998	6,366,682	4/22/2002	011623/0378 (5 pages)	3/5/2001	SmartTouch, Inc.		
8514-18	29/097,014	11/25/1998	D425,873	5/30/2000	011292/0008 (5 pages)	11/14/2000	SmartTouch, Inc.		
8514-19	09/330,253	6/10/1999	6,411,728	6/25/2002	011299/0507 (6 pages)	11/13/2000	SmartTouch, Inc.		
8514-20	09/239,595	1/29/1999	6,230,148	5/8/2001	010614/0239 (8 pages)	1/29/1999	SmartTouch, Inc.		
8514-21	09/239,570	1/29/1999	6,269,348	7/31/2001	010505/0282 (6 pages)	1/21/2000	SmartTouch, Inc.		
8514-22	09/243,208	2/21/1999	6,192,142	10/20/2001	010894/0156 (4 pages)	7/10/2000	SmartTouch, Inc.		
8514-23	09/245,501	2/5/1999	6,154,879	1/12/2000	010546/0565 (6 pages)	1/31/2000	SmartTouch, Inc.		
8514-24	09/357,718	7/20/1999	6,397,198	5/28/2002	010993/0150 (5 pages)	7/24/2000	SmartStar Corporation, Inc.		
8514-25	09/398,914	9/16/1999			011057/0344 (3 pages)	8/2/2000	SmartTouch, Inc.		
8514-26	09/441,107	11/16/1999			010998/0680 (3 pages)	6/27/2000	SmartTouch, Inc.		
8514-50	60/208,680	5/31/2000	5,317,001	5/30/2001	011723/0657 (5 pages)	1/16/2001	SmartTouch, Inc.		
8514-52		09/731,536	12/6/2000		011359/0599 (5 pages)	12/6/2000	VeriStar Corporation, Inc.		
8514-56		09/794,810	2/26/2001		9321/0795 (7 pages)	7/14/1998	SmartTouch, Inc.		
8514-57		09/815,434	3/22/2001		011359/0599 (5 pages)	12/6/2000	VeriStar Corporation, Inc.		
8514-58		09/639,948	8/17/2000		012902/0505 (2 pages)	5/17/2002	VeriStar Corporation		
8514-60		09/848,867	5/3/2001	6,581,042	6/17/2003	010614/0239 (8 pages)	1/29/1999	SmartTouch, Inc.	
8514-61		09/879,370	6/11/2001		010505/0282 (6 pages)	1/21/2000	SmartTouch, Inc.		
8514-75		10/056,982	1/23/2002		012900/0541 (3 pages)	5/13/2000	Indivos Corporation		
8514-87		10/120,328	4/10/2002		010993/0150 (5 pages)	7/24/2000	SmartTouch, Inc.		
8514-89		10/241,374	9/10/2002		7567/0562 (4 pages)	5/17/1995	SmartTouch, LLC		
8514-100		09/215,058	12/17/1998						
8514-101		10/114,587	4/11/2002	6,594,376	7/15/2003	012722/0900 (5 pages)	3/22/2002	SmartTouch, Inc.	
8514-102		10/143,430	5/9/2002	6,591,002	7/8/2003	011299/0507 (6 pages)	3/5/2001	SmartTouch, Inc.	
8514-110		10/619,990	7/14/2003			011623/0378 (5 pages)	11/13/2000	SmartTouch, Inc.	
						3/5/2001	SmartTouch, Inc.		



Docket No.	Notes:
<u>8514-5</u>	
<u>8514-6</u>	
<u>8514-7</u>	
<u>8514-8</u>	
<u>8514-9</u>	
<u>8514-10</u>	
<u>8514-11</u>	
<u>8514-12</u>	
<u>8514-13</u>	
<u>8514-14</u>	
<u>8514-16</u>	
<u>8514-17</u>	
<u>8514-18</u>	
<u>8514-19</u>	
<u>8514-20</u>	
<u>8514-21</u>	
<u>8514-22</u>	
<u>8514-23</u>	
<u>8514-24</u>	
<u>8514-25</u>	
<u>8514-26</u>	
<u>8514-50</u>	Expressly abandoned in favor of 09/815,434 (8514-57).
<u>8514-52</u>	
<u>8514-56</u>	
<u>8514-57</u>	
<u>8514-58</u>	
<u>8514-60</u>	Relies on assignment in 09/239,595 (8514-20).
<u>8514-61</u>	Relies on assignment in 09/239,570 (8514-21).
<u>8514-75</u>	
<u>8514-87</u>	Relies on assignment from 09/357,718 (8514-24).
<u>8514-89</u>	No original assignment recorded. The listed recording is for 08/442,895 (8514-5), from where the specification is taken. We also rely on the assignment in 09/639,948 (8514-58) (the immediate parent application).
<u>8514-100</u>	
<u>8514-101</u>	Relies on assignment in 09/183,215 (8514-17).
<u>8514-102</u>	Relies on assignment in 09/330,253 (8514-19).
<u>8514-110</u>	Relies on assignment in 09/183,215 (8514-17).



Facsimile Transmission

This company uses RightFAX® fax server software from RightFAX, Inc.

From: Name: USPTO ASSIGNMENT DIVISION
Fax Number:
Voice Phone: 703-308-9723

To: Name: MARGER JOHNSON & MCCOLLOM, P.C.
Company: ALEXANDER C. JOHNSON, JR.
Fax Number: 15032744622
Voice Phone:

Fax Notes:

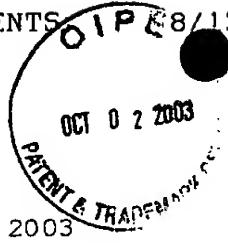
Pg# Description

- 1 Cover Page
- 2 561.TXT
- 5 Document 1, Batch 252393

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Date and time of transmission: Tuesday, August 12, 2003 12:39:22 PM
Number of pages including this cover sheet: 06



AUGUST 12, 2003

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MARGER JOHNSON & MCCOLLM, P.C.
 ALEXANDER C. JOHNSON, JR.
 1030 S.W. MORRISON ST.
 PORTLAND, OREGON 97205

UNITED STATES DEPARTMENT OF COMMERCE
 Patent and Trademark Office
 ASSISTANT SECRETARY AND COMMISSIONER
 OF PATENTS AND TRADEMARKS
 Washington, D.C. 20231



700039767A

UNITED STATES PATENT AND TRADEMARK OFFICE
 NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 08/11/2003

REEL/FRAME: 013862/0618
NUMBER OF PAGES: 5

BRIEF: MERGER (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
 INDIVOS CORPORATION

DOC DATE: 07/23/2003

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ASSIGNEE:
 INDIVOS CORPORATION
 ONE MARKET STREET, SPEAR TOWER,
 41ST FLOOR
 SAN FRANCISCO, CALIFORNIA 94105

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SERIAL NUMBER: 09215058
 PATENT NUMBER:

FILING DATE: 12/17/1998
 ISSUE DATE:

SERIAL NUMBER: 09398914
 PATENT NUMBER:

FILING DATE: 09/16/1999
 ISSUE DATE:

SERIAL NUMBER: 09441107
 PATENT NUMBER:

FILING DATE: 11/16/1999
 ISSUE DATE:

SERIAL NUMBER: 09639948
 PATENT NUMBER:

FILING DATE: 08/17/2000
 ISSUE DATE:

013862/0618 PAGE 2

SERIAL NUMBER: 09731536	FILING DATE: 12/06/2000
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 09794810	FILING DATE: 02/26/2001
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 09815434	FILING DATE: 03/22/2001
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 09871241	FILING DATE: 05/30/2001
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 09879370	FILING DATE: 06/11/2001
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 10056982	FILING DATE: 01/23/2002
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 10120328	FILING DATE: 04/10/2002
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 10241374	FILING DATE: 09/10/2002
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 10619990	FILING DATE:
PATENT NUMBER:	ISSUE DATE:
SERIAL NUMBER: 08442895	FILING DATE: 05/17/1995
PATENT NUMBER: 5613012	ISSUE DATE: 03/18/1997
SERIAL NUMBER: 08345523	FILING DATE: 11/28/1994
PATENT NUMBER: 5615277	ISSUE DATE: 03/25/1997
SERIAL NUMBER: 08739313	FILING DATE: 10/29/1996
PATENT NUMBER: 5737439	ISSUE DATE: 04/07/1998
SERIAL NUMBER: 08722629	FILING DATE: 09/27/1996
PATENT NUMBER: 5764789	ISSUE DATE: 06/09/1998
SERIAL NUMBER: 08818872	FILING DATE: 03/17/1997
PATENT NUMBER: 5802199	ISSUE DATE: 09/01/1998
SERIAL NUMBER: 08820008	FILING DATE: 03/18/1997
PATENT NUMBER: 5805719	ISSUE DATE: 09/08/1998
SERIAL NUMBER: 08687251	FILING DATE: 07/25/1996
PATENT NUMBER: 5838812	ISSUE DATE: 11/17/1998
SERIAL NUMBER: 08705399	FILING DATE: 08/29/1996
PATENT NUMBER: 5870723	ISSUE DATE: 02/09/1999
SERIAL NUMBER: 08902151	FILING DATE: 07/29/1997
PATENT NUMBER: 5982914	ISSUE DATE: 11/09/1999

013862/0618 PAGE 3

SERIAL NUMBER: 09244784	FILING DATE: 02/05/1999
PATENT NUMBER: 6012039	ISSUE DATE: 01/04/2000
SERIAL NUMBER: 09098318	FILING DATE: 06/16/1998
PATENT NUMBER: 6131464	ISSUE DATE: 10/17/2000
SERIAL NUMBER: 09245501	FILING DATE: 02/05/1999
PATENT NUMBER: 6154879	ISSUE DATE: 11/28/2000
SERIAL NUMBER: 09243208	FILING DATE: 02/02/1999
PATENT NUMBER: 6192142	ISSUE DATE: 02/20/2001
SERIAL NUMBER: 09239595	FILING DATE: 01/29/1999
PATENT NUMBER: 6230148	ISSUE DATE: 05/08/2001
SERIAL NUMBER: 09239570	FILING DATE: 01/29/1999
PATENT NUMBER: 6269348	ISSUE DATE: 07/31/2001
SERIAL NUMBER: 09183215	FILING DATE: 10/30/1998
PATENT NUMBER: 6366682	ISSUE DATE: 04/02/2002
SERIAL NUMBER: 09357718	FILING DATE: 07/20/1999
PATENT NUMBER: 6397198	ISSUE DATE: 05/28/2002
SERIAL NUMBER: 09330253	FILING DATE: 06/10/1999
PATENT NUMBER: 6411728	ISSUE DATE: 06/25/2002
SERIAL NUMBER: 09848867	FILING DATE: 05/03/2001
PATENT NUMBER: 6581042	ISSUE DATE: 06/17/2003
SERIAL NUMBER: 10143430	FILING DATE: 05/09/2002
PATENT NUMBER: 6591002	ISSUE DATE: 07/08/2003
SERIAL NUMBER: 10114587	FILING DATE: 04/01/2002
PATENT NUMBER: 6594376	ISSUE DATE: 07/15/2003
SERIAL NUMBER: 29097014	FILING DATE: 11/25/1998
PATENT NUMBER: D425873	ISSUE DATE: 05/30/2000

SHAREILL COLES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

Certificate of Facsimile Transmission

08/11/2003

OCT 02 2003

700039767

I hereby certify that the attached Transmittal Letter and Assignment document is being facsimile transmitted to the Assignment Division of the Patent and Trademark Office (Phone No. (703) 306-5995) on the date shown below. (Total pages transmitted is 5 -including this one).

Date: August 11, 2003

Alexander C. Johnson, Jr.

Reg. No. 29,396

PATENT APPLICATION
Attorney's Do. No. 8514-111

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of:

Mail Stop Assignment Recordation Services
Director of the U.S. Patent and
Trademark Office
P.O. Box 1450
Alexandria, Virginia 22313-1450

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Please record the attached original document or copy thereof and return the recorded instrument to the undersigned.

1. Name of party conveying an interest: INDIVOS CORPORATION, a Delaware corporation
2. Name and address of party receiving an interest: INDIVOS CORPORATION, a Delaware corporation,
One Market Street, Spear Tower, 41st Floor, San Francisco, California 94105
3. Description of the interest conveyed: Merger – Indivos Corporation; Indivos Acquisition Corp. and Solidus Networks, Inc.

Date of execution of attached document: July 23, 2003

4. Application number(s) or patent number(s). Additional sheet attached? Yes

1. 5,613,012	3/18/1997
2. 5,615,277	3/25/1997
3. 5,737,439	4/7/1998
4. 5,764,789	6/9/1998
5. 5,802,199	9/1/1998
6. 5,805,719	9/8/1998
7. 5,838,812	11/17/1998
8. 5,870,723	2/9/1999
9. 5,982,914	11/9/1999
10. 6,012,039	1/4/2000
11. 6,131,464	10/17/2000
12. 6,154,879	11/28/2000
13. 6,192,142	2/20/2001
14. 6,230,148	5/8/2001
15. 6,269,348	7/31/2001
16. 6,366,682	4/2/2002
17. 6,397,198	5/28/2002
18. 6,411,728	6/25/2002
19. 6,581,042	6/17/2003

20.	6,591,002	7/8/2003
21.	6,594,376	7/15/2003
22.	D425,873	5/30/2000
23.	09/215,058	12/17/1998
24.	09/398,914	9/16/1999
25.	09/441,107	11/16/1999
26.	09/639,948	8/17/2000
27.	09/731,536	12/6/2000
28.	09/794,810	2/26/2001
29.	09/815,434	3/22/2001
30.	09/871,241	5/30/2001
31.	09/879,370	6/11/2001
32.	10/056,982	1/23/2002
33.	10/120,328	4/10/2002
34.	10/241,374	9/10/2002
35.	10/619,990	7/14/2003

5. Name and address of party to whom correspondence concerning document should be mailed:

Alexander C. Johnson, Jr.
MARGER JOHNSON & McCOLLOM, P.C.
1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613

6. Number of applications and patents involved: 35

7. Please charge our Deposit Account Number 13-1703 for the \$1,400 recordal fee. Any deficiency or overpayment should be charged or credited to deposit account number 13-1703.

8. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,
MARGER JOHNSON & McCOLLOM, P.C.

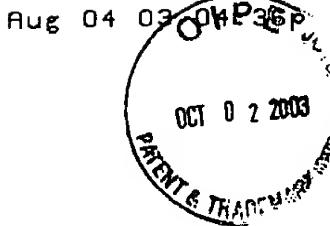
By

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Total number of pages comprising cover sheet and attached assignment: 5

cc: Steve Zelinger



Aug 04 03

Solidusnetworks

4158821560

P.2

CERTIFICATE OF MERGER**OF****Indivos Acquisition Corp.
a Delaware corporation****WITH AND INTO****Indivos Corporation
a Delaware corporation****UNDER SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Indivos Corporation.	Delaware
Indivos Acquisition Corp.	Delaware

2. The Agreement and Plan of Merger by and among Solidus Networks, Inc., Indivos Corporation and Indivos Acquisition Corp. dated as of March 14, 2003 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 (and, with respect to Indivos Acquisition Corp., by the written consent of its sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation (the "Surviving Corporation") is Indivos Corporation.

4. The amended and restated certificate of incorporation of Indivos Corporation as in effect immediately prior to the effective time of the merger, shall be the certificate of incorporation of the Surviving Corporation, provided that, at the effective time of the merger, said certificate of incorporation shall be amended as follows:

Article IV shall be deleted in its entirety and substituted in lieu thereof a new Article IV which shall provide:

- A. **Classes of Stock.** This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Two Thousand (2,000) shares. One Thousand (1,000) shares shall be Common Stock, each having a par value of one-hundredth of one cent (\$.0001). One

Thousand (1,000) shares shall be Preferred Stock, each having a par value of one-hundredth of one cent (\$.0001).

B. **Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The board of directors of the corporation (the "Board of Directors") is hereby expressly authorized to provide for the issue of all of any of the remaining unissued and undesignated shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the Delaware General Corporation Law. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is One Market Plaza, 41st Floor, San Francisco, California 94105.

6. A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of Indivos Corporation.

Dated as of July 23, 2003

Indivos Corporation,
a Delaware corporation

By: Robert Goldberg
Name: Robert Goldberg
Title: Chief Executive Officer